

Dec-11-06

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From-NEW YORK STOCK EXCHANGE

T-775 P.002/003 F-243

Full and complete
Director
Securities Operations



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NYSE Group, Inc. | 20 Broad Street
New York, New York 10005
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NYSE Group

CERTNYS

December 11, 2006

Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 2531
100 F Street, NE
Washington, DC 20549

PROCESSED

DEC 15 2006

THOMSON
FINANCIAL

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Exchange Act of 1933, TEEKAY OFFSHORE PARTNERS L.P., Common Units representing limited partner interests. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form 8-A received on December 11, 2006. Tentative listing date – December 15, 2006.

Sincerely,

1-33198